



LLC-1056  
(04/08)

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

CERTIFICATE OF CANCELLATION  
OF A CERTIFICATE OF REGISTRATION AS A  
FOREIGN LIMITED LIABILITY COMPANY

The undersigned, on behalf of the limited liability company set forth below, pursuant to § 13.1-1056 of the Code of Virginia, states as follows:

1. The name of the foreign limited liability company is \_\_\_\_\_.
2. The name of the state or other jurisdiction of formation is \_\_\_\_\_.
3. The foreign limited liability company is not transacting business in Virginia and it surrenders its registration to transact business in Virginia.
4. The foreign limited liability company revokes the authority of its registered agent to accept service of process on its behalf and appoints the Clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was authorized to transact business in Virginia.
5. The mailing address to which the Clerk of the Commission may mail a copy of any process served on him as agent of the foreign limited liability company is \_\_\_\_\_.
6. The foreign limited liability company commits to notify the Clerk of the Commission in the future of any change in its mailing address.

Executed in the name of the foreign limited liability company by:

_____ (signature of authorized person)	_____ (date)
_____ (printed name)	_____ (title (e.g., manager or member))
_____ (limited liability company's SCC ID No.)	_____ (telephone number (optional))

**PRIVACY ADVISORY:** Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE

Provide a name and mailing address for sending correspondence regarding the filing of this document. (If left blank, correspondence will be sent to the registered agent at the registered office.)

\_\_\_\_\_  
(name)

\_\_\_\_\_  
(mailing address)

## INSTRUCTIONS TO FORM LLC-1056

This certificate, which has been prescribed and furnished by the Commission pursuant to § 13.1-1056 of the Code of Virginia, must be used by a foreign limited liability company that wants to cancel its certificate of registration to transact business in Virginia.

The certificate must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this form from our website at [www.scc.virginia.gov/clk/formfee.aspx](http://www.scc.virginia.gov/clk/formfee.aspx).

The certificate must be executed on behalf of the foreign limited liability company by a person who, under the laws of the company's jurisdiction of formation, is authorized to execute post-formation articles, certificates, etc. filed with the Secretary of State or other official having custody of limited liability company records in such jurisdiction (e.g., manager or member). The person signing the certificate must print his or her name and the capacity in which he or she is signing (e.g., manager or member) beneath or opposite his or her signature. A person signing on behalf of a manager or member that is a business entity must set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

***It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-1006 of the Code of Virginia.***

This certificate may not be filed with the Commission until all fees and penalties to be collected by the Commission under the Virginia Limited Liability Company Act have been paid by or on behalf of the limited liability company; provided, however, that an assessed annual registration fee does not have to be paid if this certificate is **filed** on or before the due date of the annual registration fee payment. See § 13.1-1065 of the Code of Virginia.

Submit the original, signed certificate to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1<sup>st</sup> Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

### NOTE

Until cancellation has been completed (or the limited liability company's certificate of registration to transact business is canceled for failure to pay its annual registration fee or maintain a registered office and registered agent), the limited liability company will remain active on the Commission's records and remain liable for the assessment and payment of annual registration fees, even though the limited liability company has been terminated in its home jurisdiction, has stopped transacting business in Virginia or has wound up its affairs.